

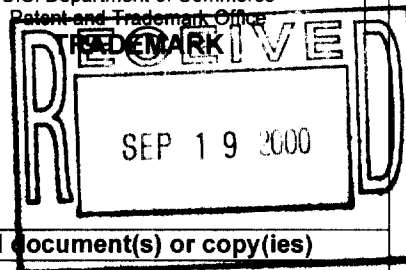
10-16-2000



101487858

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
MRD 9-14-00
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name **Applied Science Fiction, Inc.**

09122000

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization **Delaware**

Receiving Party

Mark if additional names of receiving parties attached

Name **CenterPoint Venture Partners, L.P., as collateral agent**

DBA/AKA/TA

Composed of

Address (line 1) **6801 North Capital of Texas Highway**

Address (line 2) **Building 2, Suite 225**

Address (line 3) **Austin**
City

TX
State/Country

78731
Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization **Delaware**

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

10/16/2000 **RECORDED** 00000036 232415 76057154

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 750.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:

TRADEMARK
REEL: 002155 FRAME: 0712

FORM PTO-1618B

Page 2

U.S. Department of Commerce
Patent and Trademark Office

Expires 06/30/99
OMB 0651-0027

TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(650) 354-4129

Name **Kathleen Huryn, Esq.**

Address (line 1) **Wilson Sonsini Goodrich & Rosati**

Address (line 2) **650 Page Mill Road**

Address (line 3) **Palo Alto, CA 94304-1050**

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

4

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

76057154	75892144	75892135
75892061	75892060	75892059
75892058	75892056	75892050

Registration Number(s)

2332243	2323517	

Number of Properties

Enter the total number of properties involved.

31

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 790.00

Method of Payment:
Deposit Account

Enclosed Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

23-2415 matter # 18452-014

Authorization to charge additional fees:

Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Kathleen Huryn, Esq.

Name of Person Signing

Kathleen Huryn
Signature

9/18/00

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
 Other
 Citizenship/State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
 Corporation Association
 Other

Citizenship/State of Incorporation/Organization Delaware

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75891824	75888571	75888564
75888556	75862368	75862063
75862057	75861534	75861428
75861426	75812771	75812764
75796089	75779549	75642248
75642024	75586988	75567463

75567461

75421176

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of September 12, 2000, is executed by Applied Science Fiction, Inc., a Delaware corporation ("Debtor"), in favor of CenterPoint Venture Partners L.P., as collateral agent ("Collateral Agent").

A. Pursuant to a Note Purchase Agreement, dated as of September 8, 2000 (the "Note Purchase Agreement"), among Debtor and certain Secured Parties, such Secured Parties have agreed to extend certain credit facilities to Debtor upon the terms and subject to the conditions set forth therein.

B. Debtor has adopted, used and is using the trademarks, more particularly described on Schedules I-A and I-B annexed hereto as part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks");

C. Debtor has entered into an Intellectual Property Security Agreement dated the date hereof (as amended, modified or otherwise supplemented from time to time, the "Security Agreement") in favor of Collateral Agent; and

D. Pursuant to the Security Agreement, Debtor has granted to Collateral Agent a security interest in all right, title and interest of Debtor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to Collateral Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

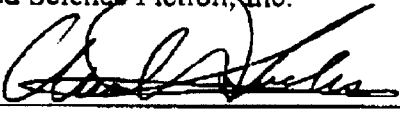
Debtor does hereby further acknowledge and affirm that the rights and remedies of Collateral Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Collateral Agent's address is:

6801 North Capital of Texas Highway
Building 2, Suite 225
Austin, Texas 78731

IN WITNESS WHEREOF, Debtor has caused this instrument to be executed as of the day and year first above written.

Applied Science Fiction, Inc.


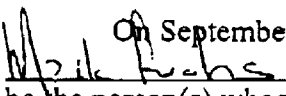
By: 

Name: Mark E. Fournes

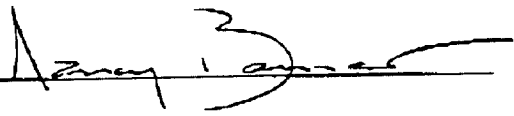
Title: VP Finance

STATE OF TEXAS)

COUNTY OF Texas)

On September 7, 2000 before me,  personally appeared , personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in her/her/their authorized capacity(ies), and that by his/her/their signature(s) on such instrument the person or entity on behalf of which the person(s) acted executed the instrument.

WITNESS my hand and official seal.

Signature  (Seal)

Received Time Sep. 7. 3:53PM

SCHEDULE 1-A

TRADEMARKS

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
APPLIED SCIENCE FICTION and design	United States	3/21/00	2,332,243
APPLIED SCIENCE FICTION	United States	2/29/00	2,323,517

SCHEDULE 1-B

APPLICATIONS FOR TRADEMARKS

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Date Filed</u>	<u>Application No.</u>
DIGITAL ROC2	United States	5/25/00	76/057,154
DIGITAL ICE and Design	United States	1/07/00	75/892,144
DIGIAL ICE	United States	1/07/00	75/892,135
DIGITAL RC and Design	United States	1/07/00	75/892,061
DIGITAL GM and Design	United States	1/07/00	75/892,060
DIGITAL ICE and Design	United States	1/07/00	75/892,059
DIGITAL ICE3 and Design	United States	1/07/00	75/892,058
Design only	United States	1/07/00	75/892,056
G M DIGITAL	United States	1/07/00	75/892,050
ASF	United States	1/07/00	75/891,824
DIGITAL ICE3 and Design	United States	1/07/00	75/888,571
Design only	United States	1/07/00	75/888,564
DIGITAL RC and Design	United States	1/07/00	75/888,556
Design only	United States	12/01/99	75/862,368
VIRTUAL NEGATIVE	United States	12/01/99	75/862,063
DIGITAL NEGATIVE	United States	12/01/99	75/862,057
Design only	United States	12/01/99	75/861,534
VIRTUAL NEGATIVE	United States	12/01/99	75/861,428
DIGITAL NEGATIVE	United States	12/01/99	75/861,426
DIGITAL ICE3	United States	9/30/99	75/812,771
DIGITAL ICE2	United States	9/30/99	75/812,764
DIGITAL GEM and Design	United States	9/08/99	75/796,089
DIGITAL GEM	United States	8/17/99	75/779,549
DIGITAL ROC APPLIED SCIENCE FICTION and Design	United States	2/17/99	75/642,248
DIGITAL ICE APPLIED SCIENCE FICTION and Design	United States	2/17/99	75/642,024
APPLIED SCIENCE FICTION	United States	11/12/98	75/586,988
ASF	United States	10/09/98	75/567,463
DIGITAL ROC	United States	10/09/98	75/567,461
DIGITAL ICE	United States	1/21/98	75/421,176